



## KUOW, PSPR April 24th Board Meeting (IN-PERSON) RSVP REQUIRED

KUOW

Thursday, April 24, 2025 at 4:30 PM PDT to Thursday, April 24, 2025 at 6:30 PM PDT

### Agenda

#### I. Welcome & Call to Order

4:30 PM

##### A. Public Meeting Notice

This meeting is open to the public and welcome them for public comment at the end of this meeting.

##### B. Board Engagement Through an Equity Perspective

*We encourage all Board members to consider these guiding questions as they engage in their work:*

- *What would be my default decision or solution in this situation?*
- *Who benefits from this default approach?*
- *Whose perspectives are missing?*
- *What steps will I take to make a more equitable decision or design a more equitable solution?*

##### C. Invitation to Disclose Possible Conflicts of Interest

##### D. Overview of Meeting Purpose

##### E. Invitation for Additional Topics

##### F. Approval of Board Meeting Minutes

#### II. Attendance Reports

#### III. Resolutions

4:40 PM

We have three resolutions to vote on:

- Committee Structure
- Appointing Sharon Nyree Williams as DEI Chair
- Kerry as Interim GM

#### IV. Committee Business

4:55 PM

##### A. Diversity, Equity, and Inclusion Committee

###### 1. March 6th Draft Minutes

###### 2. Exhibits

##### B. Governance Committee

- Launching of Board Application

1. March 13th Draft Minutes	
2. Exhibits	
C. Reach & Resource Committee	
1. March 20th Draft Minutes	
2. Exhibits	
D. Finance & Audit Committee	
1. April 10th Draft Minutes	
2. Exhibits	
E. Executive Committee	
V. Board Retreat Debrief	5:25 PM
VI. Station Business	
A. Quarterly Update	5:40 PM
Presenters: Kerry Swanson, April Johnson	
CPB Funding Update & Comprehensive Campaign Update	
B. Racial Equity Team Update	6:10 PM
VII. Additional Topics	
VIII. Upcoming Meetings	
DEI 5/1	
GOV 5/8	
R&R/FIN 5/22	
FIN/EXEC 6/5	
BOD 6/26	
IX. Public Comment	6:20 PM
X. Executive Session	
An Executive Session can be called at any time during the meeting based on the following criteria: To consider matters relating to individual employees, proprietary information, litigation, and other matters requiring the confidential advice of counsel, commercial or financial information obtained from a person on a privileged or confidential basis, or the purchase of property or services whenever the premature exposure of such purchase would compromise the business interests of any such organizations.	
XI. Adjournment	6:25 PM



# APPROVED KUOW, PSPR April 24th Board Meeting Minutes

KUOW In-Person & Virtual | Thursday, April 24, 2025 4:30 PMPDT

In-Person Location | KUOW Radio Station 4518 University Way NE, Seattle, WA 98125

Virtual Location | Zoom

## Attendance

**Members Present:** Mylene Barizo, Wallace Bryant, David Chan, Heidi de Laubenfels, Irwin Gorman, Wassef Haroun, Randy Hodgins, Karen Kalish, Sharon Kioko, David Landau, Caryn Mathes, Andy McGovern, Michelle Merriweather, Sarah Norris Hall, Claire O'Donnell, Colin Peterson, Laura Ruderman, Kevin Schofield, Jim Simon, Raina Wagner, Ian Warner

**Members Absent:** Sharon Nyree Williams

**Staff Present:** Ryleigh Brimhall, Shawnteasha Crow, Jessica Dial, April Johnson Fieta Robinson, Kerry Swanson

**Members of the Public:** Matt Albertson, Gina Kilbridge

### **I. Welcome & Call to Order** | Mr. McGovern called the meeting to order at 4:33pm.

- A. Public Meeting Notice** | Mr. McGovern acknowledged that this meeting was open to the public and welcomed members of the public to make public comment at the end of the meeting.
- B. Board Engagement Through an Equity Perspective** | Mr. McGovern had the Committee read and reflect on the prompts centering equity in the meeting.
- C. Invitation to Disclose Possible Conflicts of Interest** | Mr. McGovern asked the Committee to disclose possible conflicts of interest, and none were expressed.
- D. Overview of Meeting Purpose** | Mr. McGovern went over the meeting's purpose, which included voting on resolutions, Station and Committee business.
- E. Invitation for Additional Topics**
  - 1. Mr. McGovern asked the Committee for additional topics. Mr. Swanson added to the agenda a potential grant to the meeting's agenda.
  - 2. KUOW Leadership provided an overview of a potential grant opportunity, with the purpose of getting the Committee's vote of approval to pursue. The potential grant would financially support the Station's maintenance of key equipment such as the antenna and transmitter. The Committee discussed the alignment of the grant with organizational goals and the potential impact on service delivery. Following the discussion, the Chair moved to approve a resolution authorizing management to pursue the grant.
  - 3. Mr. McGovern called for a motion to approve the resolution to pursue grant funding.  
**Motion** was moved by Laura Ruderman and was seconded by Mylene Barizo. With no objections, the resolution was unanimously approved.

- F. Approval of Board Meeting Minutes** | Mr. McGovern called for a motion to approve February meeting minutes.

**Motion** was moved by Jim Simon and was seconded by Irwin Goverman. With no objections, the meeting minutes were approved.

- II. Attendance Reports** | The attendance reports of the last quarter were provided to the Committee as a standing exhibit. There was no discussion regarding Directors attendance.
- III. Resolutions** | The Committee had three resolutions to vote on given the new appointment of a Committee Chair and the Interim General Manager. All resolutions are attached to the minutes in the appendix.
- A. Committee Structure and Chair Appointment** | Mr. McGovern called for a motion to approve the new Committee Structure and Chair Appointment.
1. **Motion** was moved by Randy Hodgins and was seconded by Heidi de Laubenfels. With no objections, the Committee Structure resolution was approved.
- B. Appointing Kerry Swanson as Interim GM** | Mr. McGovern called for a motion to approve appointing Kerry Swanson as the Interim General Manager.
1. **Motion** was moved by David Landau and was seconded by Jim Simon. With no objections, the resolution was approved.
- IV. Committee Business** | Mr. McGovern asked the Committee to read the 2025 Committee Summaries for the months of March and April. The Committee read the summaries and then had a discussion. The Committee Summaries are below.
- A. Diversity, Equity, and Inclusion Committee** | A summary wasn't submitted for the packet.
- B. Governance Committee Summary** | We went over our final work plan for the year, then focused on reviewing and solidifying this year's recruitment process and timeline, finalizing the online application form and affirming an official "launch" of open recruiting on April 15, 2025, with closing on June 6. We landed on priority areas of expertise as fundraising, finance and HR/organizational development. The committee also discussed the importance of geographic diversity and including "blue collar" and/or labor leaders. We also discussed a new draft policy on directors' political expression, reviewed the agenda for the upcoming retreat and checked in on board buddy engagement. We talked about the Board's various guidance documents, including team agreements, and the purpose of each. This informs where policy language on political expression should ideally reside.
- C. Reach & Resource Committee Summary** | We spent the majority of the meeting reviewing the deep dive that will be presented in the Board meeting.

- D. **Finance & Audit Committee Summary** | Reviewed quarterly investment portfolio report and discussed the need to wait on a further action to balance the portfolio with a shift to a higher ratio of ESG. Bernstein shared that the probability of a recession has increased and the market volatility is expected. KUOW staff shared financial performance and a forecast for the current fiscal year and the next. Reviewed a high-level sketch and associated planning data for a campaign. Actuals and budget build reflects challenging compensation cost drivers and the need for additional budget modifications. PSPR board should remain engaged and attend meetings during the next few months to provide counsel and support to the team. Form 990 is delayed but will be sprinted electronically. Budget presentations begin in earnest next month – directors should prioritize attendance.
- E. **Executive Committee Summary** | The committee had reports from each of the committee chairs, including an update on a leadership change for the DEI Committee, status of the capital campaign from Reach & Resource, a Retreat report, update on board member policies from Governance, Finance report regarding market volatility/investments, and a final Executive Search report. Staff presented financials. Exec also had executive session.

V. **Board Retreat Debrief** | Mr. McGovern welcomed Ms. Wagner to share a debrief of the March 29th Board Retreat. Facilitator Karen Hirsch prepared a written summary for the Committee, and Ms. Wagner went over some notes and feedback from the Retreat. A priority for the Retreat was Board connection and socialization, which were highlighted in the Retreat feedback. Ms. Wagner thanked the Retreat Taskforce for developing an agenda and event that supported the needs of the Board and welcomed continuous feedback for the next Board Retreat.

VI. **Station Business** | Mr. McGovern welcomed Mr. Swanson to present the Quarterly Updates to the Committee; included in Mr. Swanson's report was an update on funding from the Corporation of Public Broadcasting (CPB), monthly financials, and a comprehensive campaign update from April Johnson. Mr. Swanson began with the March monthly financials, which showed that KUOW had 111 days of operating funds in the account. Mr. Swanson also went over the Nieslen audience report which showed that KUOW was ranked #1 in Seattle for terrestrial. Next Mr. Swanson updated the Committee on Federal Funding and the impact on KUOW. Mr. Swanson then shared that a rescission memo would be expected to be shared with Congress on or before April 28<sup>th</sup>. If KUOW were to lose support from CPB, it would amount to about \$1.4 million in grant dollars and other station costs. The vote would impact FY26 and FY27 funds.

Following Mr. Swanson's presentation, Ms. Johnson presented to the Committee KUOW's contingency plan should CPB funding be impacted. Ms. Johnson began by outlining the messaging that would be shared with listeners and the fundraising plan for the funding disruption. The Committee discussed the 'break glass' moment, the moment that would kick off the fundraising efforts, as well as the impact of losing sustaining funding from CPB. Ms. Johnson followed up by explaining what a Capacity Campaign was and the planning phases of the campaign.

- VII. Additional Topics** | Mr. Swanson shared a potential grant as an additional topic for the meeting's agenda.
- VIII. Public Comment** | There were members of the public present, but no public comments were made.
- IX. Adjournment** | Mr. McGovern adjourned the meeting 6:33pm.